

RECORDATION NO. 27009-B FILED

NOV 30 '07 -1 57 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 30, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Full Service Railcar Lease, dated as of November 29, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Full Service Railcar Lease previously filed with the Board under Recordation Number 27009.

The name and address of the party to the enclosed document are:

Lessor: Babcock & Brown Rail Funding LLC
1 Dag Hammarskjold Plaza
885 Second Avenue, 49th Floor
New York, New York 10017

[Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

242 railcars: BNBX 120110 - BNBX 120374.

A short summary of the document to appear in the index is:

Notice of Termination of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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NOTICE OF TERMINATION OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, BABCOCK & BROWN RAIL FUNDING LLC, Lessor, publishes this notice that the Memorandum of Full Service Railcar Lease, dated as of January 18, 2007, (the "Lease"), between Lessor and BNSF RAILWAY COMPANY, Lessee, has been terminated.

The Lease was originally filed with the Surface Transportation Board on June 12, 2007 under Recordation Number 27009. The lease shall be considered terminated of record as to all 242 railcars subject thereto.

IN WITNESS WHEREOF, BABCOCK & BROWN RAIL FUNDING LLC has caused this instrument to be executed by its officer thereunto duly authorized this 29th day of November, 2007.

BABCOCK & BROWN RAIL
FUNDING LLC, Lessor

By: *Ross Sullivan*Name: ROSS SULLIVANTitle: VICE PRESIDENT.

STATE OF New York)
COUNTY OF New York)

ss.

On this 29th day of November, 2007, before me appeared Ross Sullivan, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Clementina Capasso
NOTARY PUBLIC

My Commission Expires:

CLEMENTINA CAPASSO
NOTARY PUBLIC, STATE OF NEW YORK
No. 01CA6120806
QUALIFIED IN NEW YORK COUNTY
MY COMMISSION EXPIRES DEC. 27, 2008

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/30/07



Robert W. Alvord